

23766-A

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

FEB 13 '02 10-13 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 13, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are seven (7) copies of a Notice of Renumbering of Leased Locomotive Engines, dated as of February 1, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Locomotive Engines which was previously filed with the Board under Recordation Number 23766.

The name and address of the party to the enclosed document are:

Lessee: Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3B 2M9

A description of the railroad equipment covered by the enclosed document is:

<u>Locomotive Mark and Number</u>	<u>Old Engine Serial Number</u>	<u>New Engine Serial Number</u>
CN 2510	010502R	010521R
CN 2522	010627R	010626R

Mr. Vernon A. Williams
February 13, 2002
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A short summary of the document to appear in the index follows:

Notice of Renumbering of Leased Locomotive Engines

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

(CN / TDAF)

NOTICE OF RENUMBERING OF LEASED LOCOMOTIVE ENGINES

WHEREAS, TD Asset Finance Corp. as lessor and **Canadian National Railway Company** as lessee ("CN") entered into a Lease of Locomotive Engines dated as of May 15, 2001 ("Lease") covering twenty-three (23) General Electric 7FDL16Y 4,400 hp diesel engines (installed on, and affixed to, General Electric Dash 9-44CW locomotives);


WHEREAS, the following registrations were made in respect of the Lease:

- 1) A Memorandum of Lease of Locomotive Engines dated as of May 15, 2001 was filed at the Surface Transportation Board, in accordance with 49 U.S.C. Section 11301, on December 18, 2001 at 9:25 A.M. and assigned recordation number 23766; and
- 2) A Memorandum of Lease of Locomotive Engines dated as of May 15, 2001 was deposited at the Office of the Registrar General of Canada, pursuant to Section 105 of the Canada Transportation Act, on December 18, 2001 at 10:48 A.M.

NOW THEREFORE, TAKE NOTICE THAT two (2) of the serial numbers of the engines, as specified in the Lease, have been changed (to correct a duplication in serial numbers in both cases) as set forth on Schedule A attached hereto and made a part hereof.

IN WITNESS WHEREOF, this Notice of Renumbering has been executed, by an authorized signatory of CN, as of the 1st day of February, 2002.

**CANADIAN NATIONAL
RAILWAY COMPANY,**
as lessee

By: 
Its: Sr. Manager, Asset Finance

CN File Reference: 2039-16

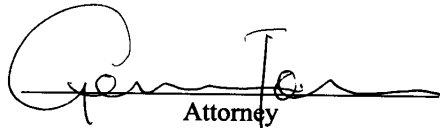
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SURFACE TRANSPORTATION BOARD

PROVINCE OF QUEBEC)
)
DISTRICT OF MONTREAL) ss.:

On this 7th day of February, 2002, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is Sr. Manager Asset Finance of Canadian National Railway Company, that the instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.


Attorney

Bar Number: 190021-8



Schedule A to Notice of Renumbering

<u>Locomotive Mark and Number</u>	<u>Old Engine Serial Number</u>	<u>New Engine Serial Number</u>
CN 2510	010502R	010521R
CN 2522	010627R	010626R

N.B. That the serial number of the engine on locomotive: i) CN 2501 is 010502R and ii) CN 2520 is 010627R. These numbers have not been changed.

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